

Chapman and Cutler LLP

Attorneys at Law • Focused on Finance*

RECORDATION NO 30382-F

FILED

September 12, 2012 02:15 PM

SURFACE TRANSPORTATION BOARD

Karl J. Williams
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September 12, 2012

Chief
Section of Administration
Office of the Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Union Pacific Railroad Company
Capital Lease Financing
UPRR 2012-A

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, a copy of the Memorandum of Lessee Mortgage Agreement (UPRR 2012-A), dated as of September 13, 2012, by PNC Equipment Finance, LLC, as lessor (the "*Lessor*"), in favor of Union Pacific Railroad Company, as lessee ("*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2012-A), dated as of September 13, 2012, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessor: PNC Equipment Finance, LLC
995 Dalton Avenue
Cincinnati, OH 45203

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179

Chapman and Cutler LLP

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

269 GE AC4400CW Locomotives within the Series SP 107 - SP 266 and
UP 6148 - UP 6895 as more specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lessee Mortgage Agreement (UPRR 2012-A).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Edward M. Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By Karl T. Williams
Karl T. Williams

KTW/db
Enclosures

EXHIBIT A

TYPE A EQUIPMENT

TYPE OF EQUIPMENT	QUANTITY	UNIT NUMBERS
GE AC4400CW Locomotives	100	SP 107 SP 144 SP 177 SP 187 SP 192 UP 6148 through UP 6164, inclusive UP 6166 through UP 6169, inclusive UP 6171 through UP 6196, inclusive UP 6198 through UP 6215, inclusive UP 6217 through UP 6235, inclusive UP 6237 through UP 6239, inclusive UP 6241 through UP 6243, inclusive UP 6245 UP 6246 UP 6272 UP 6347 UP 6399

TYPE B EQUIPMENT

TYPE OF EQUIPMENT	QUANTITY	UNIT NUMBERS
GE AC4400CW Locomotives	100	SP 266 UP 6236 UP 6240 UP 6244 UP 6249 through UP 6251, inclusive UP 6253 UP 6255 through UP 6271, inclusive UP 6273 through UP 6277, inclusive UP 6279 through UP 6282, inclusive UP 6284 through UP 6296, inclusive UP 6298 UP 6299 UP 6301 UP 6303 through UP 6307, inclusive UP 6309 through UP 6323, inclusive UP 6327 UP 6329 through UP 6339, inclusive

TYPE OF EQUIPMENT	QUANTITY	UNIT NUMBERS
		UP 6343 through UP 6346, inclusive
		UP 6353
		UP 6373
		UP 6375
		UP 6376
		UP 6380
		UP 6384
		UP 6390
		UP 6393
		UP 6401
		UP 6420 through UP 6423, inclusive
		UP 6895

TYPE C EQUIPMENT

TYPE OF EQUIPMENT	QUANTITY	UNIT NUMBERS
GE AC4400CW Locomotives	69	UP 6758 through UP 6826, inclusive

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**MEMORANDUM OF LESSEE MORTGAGE AGREEMENT
(UPRR 2012-A)**


Memorandum of Lessee Mortgage Agreement (UPRR 2012-A), made and entered into as of September 13, 2012 by and between PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company ("*Lessor*"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessee Mortgage Agreement (UPRR 2012-A) (as amended, supplemented or modified, the "*Lessee Mortgage*"), dated as of September 1, 2012, by which the Lessor has granted a security interest in certain railroad equipment under the Lease Agreement (UPRR 2012-A) dated as of September 1, 2012 (as amended, supplemented or modified, the "*Lease*") between Lessor and Lessee, bearing road numbers as listed on Exhibit A attached hereto and all other railroad equipment that becomes subject to the Lease to the Lessee in order to secure the Lessor's performance of its obligations as described in the Lessee Mortgage.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PNC EQUIPMENT FINANCE, LLC

By 
Name: Cheree F. Kurela
Title: Vice President

Executed on this 7th day of September, 2012.

UNION PACIFIC RAILROAD COMPANY

By _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this ____ day of September, 2012.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PNC EQUIPMENT FINANCE, LLC

By _____
Name:
Title:

Executed on this ____ day of September, 2012.

UNION PACIFIC RAILROAD COMPANY

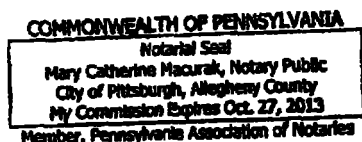
By  _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this 7th day of September, 2012.

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF ALLEGHENY)

On this, the 7th day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared Cheree F. Kurela, who being by me duly sworn, says that (s)he is the Vice President of PNC EQUIPMENT FINANCE, LLC, that said instrument was signed on September 7, 2012 on behalf of said limited liability company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Mary Catherine Macurak
Name
Notary Public
My Commission Expires:
Residing in Pittsburgh Pa

(SEAL)

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this, the ____ day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on September __, 2012, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

Memorandum of Lessee Mortgage Agreement (UPRR 2012-A)
Notary

STATE OF _____)

) SS.:

COUNTY OF _____)

On this, the ____ day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of PNC EQUIPMENT FINANCE, LLC, that said instrument was signed on September __, 2012 on behalf of said limited liability company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:

Notary Public

My Commission Expires:

Residing in _____

(SEAL)

STATE OF NEBRASKA)

) SS:

COUNTY OF DOUGLAS)

On this, the 7th day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on September 7, 2012, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

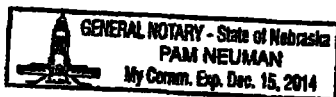
Pam Neuman

Name: Pam Neuman

Notary Public

My Commission Expires: 12-15-2014

Residing in Omaha, NE



Memorandum of Lessee Mortgage Agreement (UPRR 2012-A)
(Notary)

EXHIBIT A

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GE AC4400CW Locomotives	100	SP 266 UP 6236 UP 6240 UP 6244 UP 6249 through UP 6251, inclusive UP 6253 UP 6255 through UP 6271, inclusive UP 6273 through UP 6277, inclusive UP 6279 through UP 6282, inclusive UP 6284 through UP 6296, inclusive UP 6298 UP 6299 UP 6301 UP 6303 through UP 6307, inclusive UP 6309 through UP 6323, inclusive UP 6327 UP 6329 through UP 6339, inclusive

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		UP 6384
		UP 6390
		UP 6393
		UP 6401
		UP 6420 through UP 6423, inclusive
		UP 6895

TYPE C EQUIPMENT

TYPE OF EQUIPMENT	QUANTITY	UNIT NUMBERS
GE AC4400CW Locomotives	69	UP 6758 through UP 6826, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/12/12

Edward M. Luria
Edward M. Luria